

175956

WOODWARD, COTHRAN & HERNDON

Attorneys at Law

EDWARD M. WOODWARD, JR.
DARRA W. COTHRAN
WARREN R. HERNDON, JR.

1200 MAIN STREET, SUITE 600
POST OFFICE BOX 12399
COLUMBIA, SOUTH CAROLINA 29211
TELEPHONE (803) 799-9772 FACSIMILE (803) 799-3256

EDWARD M. WOODWARD, SR.
(1921-2000)

September 20, 2005

Benjamin P. Mustian, Esquire
South Carolina Office of Regulatory Staff
Post Office Box 11263
Columbia, South Carolina 29211

RE: Petition of the Office of Regulatory Staff for the Commission to Order a Rule to Show Cause as to Why the Certificates of Public Convenience and Necessity for Certain Providers of Telecommunications Services Should Not be Revoked
PSC Docket No. 2005-224-C

Dear Mr. Mustian:

Attached please find a copy of South Carolina Public Service Commission Order No. 97-852 in Docket No. 97-286-C. In this Order, the Commission granted authority for the merger of MFS Intelenet of South Carolina, Inc. with and into its corporate parent, WorldCom Technologies. MCI Communications, Inc. is the successor in interest to WorldCom Technologies.

Order No. 97-852 also transferred all of WorldCom's operating authority in South Carolina to WorldCom Technologies.

As successor in interest to WorldCom Technologies, MCI Communications, Inc. consents to revocation of the certification granted to MFS Intelenet of South Carolina in Order 94-1000, Docket No. 94-233-C.

RECEIVED

SEP 23 2005

PSC SC
MAIL / DMS

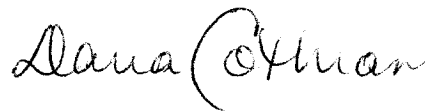
Benjamin P. Mustian, Esquire
September 20, 2005
Page Two

MCI will sign a Consent Order or Agreement with ORS consenting to the revocation, and requests that the proceeding against MFS Intelenet be dismissed upon such revocation.

Thanking you in advance for your response, I am,

Very truly yours,

WOODARD, COTHRAN & HERNDON

A handwritten signature in cursive script, reading "Darra W. Cothran". The signature is written in dark ink and is positioned above the printed name.

Darra W. Cothran

DWC/gt

Enclosure.

cc: The Honorable Charles L. A. Terreni
Marsha A. Ward, Esq.
David I. Adelman, Esq.
Florence P. Belser, Esquire
Joseph Melchers, Esquire

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 97-286-C - ORDER NO. 97-852
OCTOBER 7, 1997

IN RE: Application of WorldCom, Inc., MFS)	ORDER GRANTING
Intelenet of South Carolina, Inc., and)	AUTHORITY TO
WorldCom Technologies, Inc. for)	REORGANIZE AND
Authority to Reorganize and for Approval)	TO COMPLETE
of Related Transactions.)	RELATED
)	TRANSACTIONS

By Application filed June 30, 1997, WorldCom, Inc. ("WorldCom"), MFS Intelenet of South Carolina, Inc. ("MFS of South Carolina"), MFS Communications Company, Inc. ("MFSCC"), MFS Network Technologies, Inc. ("MFS NT"), and WorldCom Technologies, Inc. (WorldCom Technologies) (hereinafter collectively referred to as "the Applicants") request authority to reorganize their corporate structure and operations and to complete a series of transactions related to the reorganization. The Applicants seek authority to (1) transfer control of WorldCom Technologies from MFS NT to MFSCC; (2) transfer all of WorldCom's operating authority in South Carolina to WorldCom Technologies; (3) transfer all of WorldCom's assets related to its regulated operations in South Carolina to WorldCom Technologies; (4) merge MFS of South Carolina with and into its existing corporate parent, WorldCom Technologies (WorldCom Technologies will be the surviving entity); (5) transfer all of MFS of South Carolina's operating authority to provide telecommunications services in South Carolina to WorldCom

Technologies. If the Applicant's proposed transactions are approved, MFS of South Carolina will cease to exist, WorldCom will become a holding company, and WorldCom Technologies will be one of the primary operating entities of the WorldCom family of companies in South Carolina.

By letter dated August 6, 1997, the Commission's Executive Director instructed the Applicants to publish, one time, a prepared Notice of Filing in newspapers of general circulation in the areas affected by the Application. The purpose of the Notice of Filing was to inform interested parties of the manner and time in which to file the appropriate pleadings for participation in the proceedings. The Applicants complied with this instruction and provided the Commission with proof of publication of the Notice of Filing. No Petitions to Intervene or letters of protest were received by the Commission.

The Application explains the proposed transactions and states that the transfer of WorldCom's operations to WorldCom Technologies will have no adverse impact on consumers in South Carolina. WorldCom Technologies will file a new tariff that will incorporate all of WorldCom's existing services at the same rates, terms, and conditions currently available. Further, WorldCom Technologies will serve WorldCom's current customers using the same network, billing systems, and customer service operations that WorldCom uses pursuant to identical tariffs. The Applicants further assert that WorldCom's customers will continue to receive high quality services, at the same rates, and under the same terms and conditions.

S.C. Code Ann §58-9-310 (Supp. 1996) requires "due hearing" for asset transfers and mergers. The Applicants submitted, for Commission consideration, the verified testimony of Brian K. Sulmonetti. As there are no other parties to the proceeding, the Commission holds that the due hearing requirement may be satisfied in this instance by the Commission's consideration of the verified testimony and the Application at the Commission's regularly scheduled meeting of September 23, 1997.

According to the verified testimony of Mr. Sulmonetti, Director of Regulatory Affairs of WorldCom, WorldCom, with its subsidiaries, is one of the largest telecommunications companies in the United States. WorldCom provides telecommunications services to business, government, other telecommunications companies, and residential customers through its network of fiber optic cables, digital microwave, and fixed and transportable satellite earth stations. Mr. Sulmonetti stated that as a result of the recent acquisition of MFSCC, WorldCom is the first major telecommunications company with the capability to provide its customers with high quality local, long distance, Internet, data and international communications services over its own transmission facilities.

Mr. Sulmonetti stated that the transfer of WorldCom's operations to WorldCom Technologies will have no adverse impact on customers in South Carolina. Additionally, Mr. Sulmonetti stated that reorganization into a single holding company with fewer regulated subsidiaries will hopefully simplify managerial tasks as well as regulatory burden. Further, Mr. Sulmonetti offered that

approval of the Application is in the public interest as the consolidation will enable WorldCom companies to operate more efficiently and effectively by eliminating a number of redundant administrative functions.

Upon consideration of this matter, the Commission finds that the Applicants' request for authority to reorganize their corporate structure and operations and to complete a series of transactions related thereto should be granted. Therefore, the Commission grants the Applicant's the authority to make the following transactions:

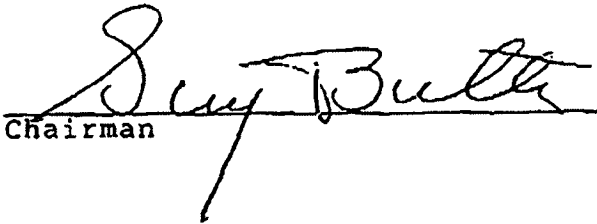
- (1) to transfer control of WorldCom Technologies from MFS NT to MFSCC;
- (2) to transfer all of WorldCom's operating authority in South Carolina to WorldCom Technologies;
- (3) to transfer all of WorldCom's assets related to its regulated operations in South Carolina to WorldCom Technologies;
- (4) to merge MFS of South Carolina with and into its existing corporate parent, WorldCom Technologies (where WorldCom Technologies will be the surviving entity); and

DOCKET NO. 97-286-C - ORDER NO. 97-852
OCTOBER 7, 1997
PAGE 5


(5) to transfer all of MFS of South Carolina's operating authority to provide telecommunications services in South Carolina to WorldCom Technologies.

This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Deputy Executive Director
(SEAL)